

**Secretary of State
Corporations Division**

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ALSTON & BIRD
1201 WEST PEACHTREE STREET
ATLANTA, GA 303093424

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that the articles of incorporation of

**ATLANTA LANDMARKS, INC.
A DOMESTIC NONPROFIT CORPORATION**

have been duly restated and amended by the filing of articles of restatement in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF ATLANTA LANDMARKS, INC.**

WHEREAS, since the creation of Atlanta Landmarks, Inc. in 1974, its major effort has been devoted to the acquisition, saving, preservation and restoration of the Fox Theatre in Atlanta, Georgia; and

WHEREAS, such preservation and restoration effort, and the ownership, management and operation of the Fox Theatre and its related educational and other programs, are expected to continue for the indefinite future as the major endeavor of Atlanta Landmarks, Inc.; and

WHEREAS, Atlanta Landmarks, Inc. nevertheless desires to obtain and have available the charter power and authority to extend its efforts beyond its present endeavor should it in the future desire to do so.

NOW, THEREFORE, the President and the Secretary of Atlanta Landmarks, Inc., a nonprofit charitable corporation organized and existing under the laws of the State of Georgia, hereby certify that the Board of Trustees of the Corporation did as of the 8th day of November, 2000, approve and adopt the following Amended and Restated Articles of Incorporation:

ARTICLE ONE

Name

The name of the corporation shall be:

ATLANTA LANDMARKS, INC.

ARTICLE TWO

Perpetual Duration

The corporation shall have perpetual duration.

ARTICLE THREE

Nonprofit Corporation and Charitable Purposes

The corporation shall be a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code. It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:

(a) To identify, to recognize and to undertake to preserve, restore and maintain, or have preserved, restored and maintained, landmarks, buildings, other structures, monuments, sites, areas and other properties (said landmarks, buildings, other structures, monuments, sites, areas and other properties being hereinafter collectively referred to as "Landmarks") which are located within the present or future limits of the City of Atlanta or elsewhere in the State of Georgia and which have historic or cultural value (the terms "history", "historic", "culture" and "cultural" as used in these articles of incorporation shall be construed in their broadest sense);

(b) To acquire, by purchase, gift, devise or bequest (with or without restriction), and to preserve, restore, maintain and present to the public (or have preserved, restored, maintained and presented to the public) all Landmarks which, in the opinion of the Board of Trustees of the corporation or of others, have significance in the history or culture of the City of Atlanta or the State of Georgia; and to solicit and obtain funds from the public and others for such purposes;

(c) To disseminate information and knowledge about Landmarks, including those acquired and sought to be acquired as well as those otherwise identified or recognized;

(d) To engage in research of every kind and nature with respect to Landmarks located in Georgia;

(e) To foster, encourage and develop a better general understanding, recognition and appreciation of the beauty, value and significance of Landmarks as well as the accomplishments of those who assisted in their creation or development so that the lives of present and future generations may be enriched;

(f) To engage in such other charitable programs and activities and to make distributions for such other charitable purposes as the Board of Trustees of the corporation may determine from time to time;

(g) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the corporation, as the same shall be amended from time to time; and

(h) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Trustees, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Three

and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR

Tax-Exempt Charitable Corporation

The corporation shall be a charitable corporation and shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, trustee, officer, or director of the corporation, or any other private person; but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article Three hereof.

(b) The corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Internal Revenue Code by reason of attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(1) or (2) of the Internal Revenue Code, for federal estate tax purposes under section 2055(a)(1) or (2) of the Internal Revenue Code, and for federal gift tax purposes under section 2522(a)(1) or (2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE FIVE

Board of Trustees

The Board of Trustees shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the trustees to carry out the purposes and functions of the corporation. The trustees shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit charitable corporation which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code.

ARTICLE SIX

Members

The corporation initially shall have no members. However, the Board of Trustees of the corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the Bylaws of the corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes.

ARTICLE SEVEN

Dissolution of Corporation

Upon dissolution of the corporation, the Board of Trustees, shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under section 501(c)(3) of the Internal Revenue Code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE EIGHT

Registered Office and Registered Agent

The registered office of the corporation shall be at Alston & Bird LLP, 1201 West Peachtree Street, Atlanta, Fulton County, Georgia, 30309. The registered agent of the corporation at such address shall be Joseph V. Myers, Jr.

ARTICLE NINE

Principal Office

The mailing address of the principal office of the corporation is 660 Peachtree Street, Atlanta, Georgia, 30365.

ARTICLE TEN

Definitions

(a) For purposes of these Articles of Incorporation, "charitable purposes" include charitable, religious, educational, literary, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

(b) For purposes of these Articles of Incorporation, the term "trustee" or "trustees" or "Board of Trustees" shall be equivalent to the corresponding term "director" or "directors" or "Board of Directors," as provided in the Georgia Nonprofit Corporation Code.

ARTICLE ELEVEN

Limitation of Trustee Liability

(a) A trustee of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a trustee, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the trustee derived an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of

a trustee of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Georgia Nonprofit Corporation Code or, by reference, if appropriate, the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of trustees, then the liability of a trustee of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code or the amended Georgia Business Corporation Code, as appropriate.

(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE TWELVE

Amendments

These Articles of Incorporation may be amended at any time and from time to time only by the affirmative vote of a majority of all of the trustees then in office.

ARTICLE THIRTEEN

Amendments to Articles of Incorporation

The foregoing Amended and Restated Articles of Incorporation contain amendments to the corporation's Articles of Incorporation requiring approval only by the Board of Trustees of the corporation.

ARTICLE FOURTEEN

Adoption of Amended and Restated Articles of Incorporation by Board of Trustees

As of November 8, 2000, the date of submission of the foregoing Amended and Restated Articles of Incorporation to the Board of Trustees of the corporation, there were

twenty-eight (28) trustees of the corporation entitled to vote thereon. The foregoing Amended and Restated Articles of Incorporation were adopted by the affirmative vote of nineteen (19) members of the Board of Trustees. The affirmative vote of at least fifteen (15) trustees was required to adopt these Amended and Restated Articles of Incorporation.

ARTICLE FIFTEEN

Supersedure of Original Articles of Incorporation

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as previously amended.

IN WITNESS WHEREOF, Atlanta Landmarks, Inc. has caused these Amended and Restated Articles of Incorporation to be executed by its President, its corporate seal to be affixed thereto, and the foregoing to be attested by its Secretary, this 8th day of November, 2000.

ATLANTA LANDMARKS, INC.

By: _____

Alan E. Thomas, President

ATTEST: _____

Joe Patten, Secretary

[CORPORATE SEAL]

ALSTON & BIRD LLP
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1201 West Peachtree Street
Atlanta, Georgia 30309-3424
(404) 881-7000

**CERTIFICATE OF AN OFFICER
PURSUANT TO APPLICABLE PROVISIONS OF
THE GEORGIA NONPROFIT CORPORATION CODE**

Pursuant to the applicable provisions of the Georgia Nonprofit Corporation Code, as amended, the undersigned, an officer of ATLANTA LANDMARKS, INC., hereby certifies to the Secretary of State of Georgia that the Amended and Restated Articles of Incorporation contain no amendment requiring approval by the members or any other person other than the Board of Trustees and the Board of Trustees has adopted these Amended and Restated Articles of Incorporation.

The undersigned officer has caused this certificate to be duly executed and delivered this 8th day of November, 2000.

A handwritten signature in cursive script, appearing to read "Alan E. Thomas", is written over a horizontal line.

Alan E. Thomas, President